

# CO-OPERATIVE FEDERATION OF VICTORIA LTD.

## MINUTES OF BOARD MEETING

held at Co-operative Purchasing Services, Burwood Highway, Wantirna South  
Wednesday 27<sup>th</sup> October, 1999

### 1. PRESENT:

D. Griffiths (Chairman)

N. Black

V. Hughes

J. Luckman

R. Stone

G. Charles (Executive Officer)

### APOLOGIES:

V. Ogier

R. Wilkens

D. Brentnall

Resolved : "That the apologies be accepted."

The Chairman apologised for shifting the meeting date from the 21 October 1999 and said that this was necessary because there had not been a smooth transition with an appropriate handover of files and resources. He reported that Tony Gill had not prepared a briefing for the new Executive Officer and that was still in possession of files and resources. He said that a letter and fax had been sent to Tony Gill requesting that arrangements be made for a complete handover and that Tony Gill had only responded this week in agreeing to undertake the necessary arrangements.

### MINUTES OF PREVIOUS MEETINGS:

Resolved : " That minutes of meetings held on August 19<sup>th</sup> and September 16<sup>th</sup> be confirmed as a true and correct record of those meetings and be duly signed by the Chairman ."

### 2. BUSINESS ARISING FROM MINUTES :

1. End of year accounts/Directors Report .

Resolved : "That the Directors Statement and Report adopted and signed at the Board meeting held August 19<sup>th</sup>, be rescinded ."

End of year Accounts and Directors Statement prepared by the Auditor were tabled .

Resolved : “ That the Directors Statement and Report as tabled be adopted and that D.Griffiths and N.Black be authorised to sign the Statement and Report .”

## 2. Annual General Meeting .

The Executive Officer reported that the AGM will have to be postponed from November 25<sup>th</sup> because of the need to give members at least 42 days notice of those directors retiring at the AGM .

Resolved : “ That approval for an extension of time to hold the AGM be sought from the Registrar of Co-operatives, and that the AGM be held on 10<sup>th</sup> February 2000 .”

The matter of Directors AGM Dinner costs being met by the Federation was discussed .

Resolved : “ That the cost of the AGM Dinner for Directors be paid by the Federation in recognition of their contribution to the Federation .”

There was a further discussion of a guest speaker for the AGM. The Executive Officer said that he had made preliminary inquiries regarding the availability of Russell Savage and Des Nicholl .

It was agreed that priority would be given to securing the services of Bill Pyle and, then Russell Savage . N.Black offered to approach Bill Pyle and advise the Executive Officer.

## 3. Election of Directors .

The Executive Officer tabled a report on Rules 38 and 41 concerning retirement of directors and casual vacancies . He advised that D.Brentnall and R.Wilkens appointed to fill casual vacancies since the last AGM must retire at the 1999 AGM, that J.Gill had resigned his position, and that three of the remaining directors are also required to retire at the AGM . They will be the two longest serving directors John Luckman and Val Ogier and one of the five appointed at the 1998 AGM . N.Black and D.Griffiths drew lots and as a result N.Black will also retire at the AGM . In summary, six positions will require filling at the 1999 AGM .

## 4. Rules Amendment re Retiring Directors and Casual Vacancies .

The Executive Officer advised that the rules amendment agreed upon at the meeting held on 19<sup>th</sup> August, had been approved by the Registrar .

There was discussion on whether or not the amendment developed by the previous Secretary was appropriate.

Resolved : “ That the Chairman and Executive Officer review the rules concerning retiring directors and casual vacancies and report to the next meeting .”

The Chairman suggested that the preferred outcome is that directors be allowed to serve a full three year term without being asked to retire unnecessarily, that directors be rotated and that casual vacancies be included within election formulas.

#### 5. Letter to Attorney-General .

The Federation's consultant had not written to the Victorian Attorney-General as previously agreed.

Resolved : “ That the Executive Officer write to the incoming Attorney-General, introducing the Federation and including reference to a review of the Co-operatives Act “

### 3.CORRESPONDENCE :

Incoming and outgoing correspondence was tabled .

Resolved : “ That incoming and outgoing correspondence be received and adopted .”

#### 1. John Gill resignation .

The Chairman reported a discussion with John Gill and that John had said that he would continue to work with Monash University on the Agribusiness Seminar and contribute articles to the Victorian Co-operative News. He also said that John had indicated that he might be willing to restand as a director in the future.

Resolved: “ That John Gill be invited to re-consider his resignation .”

#### 2. Mutuality and RMIT University proposal .

Resolved: “ That the Executive Officer write to Paul Martin (Mutuality), advising the Federation's in-principle support of their proposal to establish a Centre for Co-operatives R&D at RMIT University .”

#### 3. Co-operative Development Services Ltd.

There was a brief discussion on member co-operative CDS. It was noted that CDS was proposing to provide services in areas which had been traditionally provided by the Federation e.g. formation and Rules development. It was noted that it would be necessary to differentiate the Federation's own services from those of CDS.

Resolved: “ That the Executive Officer write to CDS thanking them for their letter and noting the future possibility of working with CDS on a specific project.

### 4.MEMBERSHIP :

Applications for membership : The Executive Officer advised that five applications for membership had been received since the last meeting .

Resolved: “ That the following co-operatives be approved for membership and that the accompanying shares be allotted .”

Name of applicant :	Shares allotted :
Yinnar Community Hotel Co-op.Ltd.	696 to 700
Apollo Bay Fishermen's Co-op.Soc.Ltd.	701 to 705
Progressive Broadcasting Services Co-op.Ltd.	706 to 710
Kensington Community Children's Co-op.	711 to 715
Mirboo North Community Support Co-op.Ltd.	716 to 720

Member Delegates :

Resolved : “ That the following delegates be accepted pursuant to the rules .”

Delegate :	Name of Co-operative :
Helen Sheil	Mirboo North Community Support
Greg Linton	Yinnar Community Hotel
Alan White	Apollo Bay Fishermen's
Margaret Bergin	Kensington Community Children's
Charlie Duynhoven	Terang & District
Robert Bryce	Rural Industries
Alan Fitzpatrick	Progressive Broadcasting Services

## 5.EXECUTIVE OFFICER :

1.The Executive Officer's Employment Agreement and Job Description were tabled .

Resolved: “ That the Executive Officer's Employment Agreement and Job Description as tabled, be confirmed subject to amendment and a monthly ceiling of \$350 being placed on travel costs, unless otherwise approved by the Chairman or Board .”

The revised Employment Agreement and Job Description is attached.

2.Secretary of the Federation .

Resolved : “ That Graeme Charles be appointed Secretary of the Federation .”

3.LaTrobe University, Beechworth Campus .

The Executive Officer reported that LaTrobe University, Beechworth Campus has expressed interest in establishing the Federation's office on the campus .

The Board expressed a wish that the EO continue to pursue this option and report to the next meeting .

#### 4. International Co-operative Alliance .

The ICA had contacted the chairman concerning the Federation hosting a visitation of ICA delegates in early December . The chairman indicated that the Federation will liaise with the ICA and host the visitation .

#### 6. BANK ACCOUNTS :

The EO advised that signatories to the two bank accounts operated by the Federation required some changes .

Resolved : “ That the following persons be authorised to operate on the Federation’s bank accounts .

D.Griffiths

V.Hughes

V.Ogier

G.Charles

and that the following persons previously authorised to operate on those bank accounts be removed .

T.Gill

J.Gill

S.Chenery .”

#### 7. FINANCIAL REPORTS :

A financial statement for the period 1<sup>st</sup> July to 30<sup>th</sup> September, 1999 was tabled .

Resolved: “ That the financial statement be received .”

Accounts for payment were tabled .

Resolved: “ That the accounts for payment be approved .”

A draft Budget for the period 1<sup>st</sup> October 1999 to 30<sup>th</sup> June 2000 was tabled .

Resolved: “ That the draft budget as tabled be adopted .”

Resolved: “That the Executive Officer proceed with organising printed business cards, letterhead and envelopes and the establishment of Faxbank and Messagebank.”

## 8. CHAIRMAN'S REPORT:

1. Co-operation Awards . The Executive Officer was invited to take on the responsibility for the 1999 awards . The invitation was accepted .
2. Monash Agribusiness . John Gill and Lawrence Dooley have advised that Monash University will pay out of pocket expenses for the Agribusiness Seminar.. In response to a request from the Chairman, Mr. Dooley has also advised that all Federation members will be eligible for a discount .
3. Co-operative Option Workshops .

Resolved: “ That John Gill be paid \$500 for his work on developing the Co-operative overview paper .”

4. OFTBA Annual Grant application :

The Chairman advised that he had completed and forwarded the Grant application . It was tabled .

V. Hughes left the meeting at 1.45p.m. with no quorum present the meeting went into committee .

5. Federation Strategy Review .

The Executive Officer was asked to contact David Marland at Monash University, who has offered to facilitate the Board review of the Federation's Strategic Plan .The EO will also re-circulate previously distributed proposal from David Marland:

Email of 17 August 1999

Co-operative Federation of Victoria Business Plan Development

## 9. OTHER BUSINESS :

1. Director's meeting expenses .

After discussion the meeting decided to recommend that Directors be entitled to claim re-imbusement for meeting expenses, not exceeding \$25 per Board meeting per director

2. Federation's Photocopier .

Resolved : “That the Executive Officer inform Tony Gill and contact Ballarat Office Systems and invite them to collect the photocopier from Tony Gill's office and to subsequently arrange for its sale, after discussing its condition and value with him .”

10.NEXT MEETING DATE :

The next ordinary Board meeting will be held at 10.30 am on Thursday December 9<sup>th</sup> at CPS.

CLOSURE OF MEETING :

The meeting closed at 2.30p.m.

Signed..... Date.....

Prepared by: Graeme Charles

Date: 2 November 1999